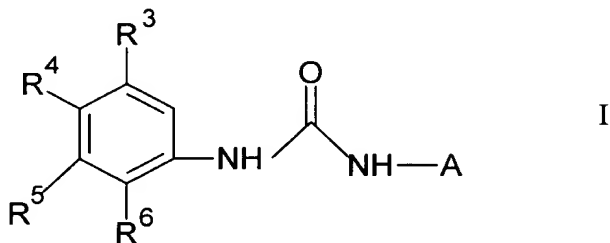


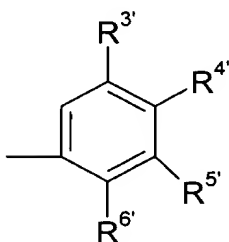
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound of formula I:



wherein A is



R^3 , R^4 , R^5 and R^6 are each, independently, H, halogen, NO_2 ,

C_{1-10} -alkyl, optionally substituted by halogen up to perhaloalkyl,

C_{1-10} -alkoxy, optionally substituted by halogen up to perhaloalkoxy,

C_{1-10} -alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

C_{6-12} aryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy, or

C_{5-12} hetaryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy,

and either

one of R^3 , R^4 , R^5 and R^6 is $-M-L^1$; or

two adjacent of R^3 , R^4 , R^5 and R^6 together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by C_{1-10} -alkyl, halo-substituted C_{1-10} -alkyl up to perhaloalkyl, C_{1-10} -alkoxy, halo-substituted C_{1-10} -alkoxy up to perhaloalkoxy, C_{3-10} -cycloalkyl, C_{2-10} -alkenyl, C_{1-10} -alkanoyl, C_{6-12} -aryl, C_{5-12} -hetaryl; C_{6-12} -aralkyl, C_{6-12} -alkaryl, halogen; NR^1R^1 ; $-NO_2$; $-CF_3$; $-COOR^1$; $-NHCOR^1$; $-CN$; $-CONR^1R^1$; $-SO_2R^2$; $-SOR^2$; $-SR^2$;

in which

R^1 is H or C_{1-10} -alkyl, optionally substituted by halogen up to perhaloalkyl and R^2 is C_{1-10} -alkyl, optionally substituted by halogen, up to perhaloalkyl,

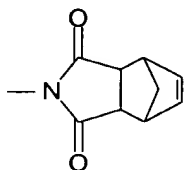
R^3 , R^4 , R^5 and R^6 are independently H, halogen,

$C_1 - C_{10}$ alkyl, optionally substituted by halogen up to perhaloalkyl,

$C_1 - C_{10}$ alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of R^3 , R^4 , R^5 and R^6 , together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl;

M is $-CH_2-$, $-S-$, $-N(CH_3)-$, $-NHC(O)-$, $-CH_2-S-$, $-S-CH_2-$, $-C(O)-$, or $-O-$; and

L^1 is phenyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, or $-SCH_3$, or NO_2 or,



pyridyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$, or NO_2 ,

naphthyl, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

pyridone, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

pyrazine, optionally substituted by C_{1-10} -alkyl, C_{1-10} -alkoxy, halogen, OH, $-SCH_3$ or NO_2 ,

pyrimidine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

benzodioxane, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

benzopyridine, optionally substituted by C₁₋₁₀-alkyl, one C₁₋₁₀-alkoxy, halogen, -OH, -SCH₃ or NO₂,

or

benzothiazole, optionally substituted by, C₁₋₁₀ alkyl C₁₋₁₀ alkoxy, halogen, OH, -SCH₃ or NO₂,

and wherein the compound of formula I has a pKa greater than 10,

or a pharmaceutically acceptable salt thereof.

2. (Cancelled)

3. (Previously Presented) A compound according to claim 1, wherein

R³ is H, halogen or C₁₋₁₀- alkyl, optionally substituted by halogen, up to perhaloalkyl;

R⁴ is H, halogen or NO₂;

R⁵ is H, halogen or C₁₋₁₀- alkyl;

R⁶ is H, C₁₋₁₀- alkoxy, thiophene, pyrole or methyl substituted pyrole,

R^{3'} is H, halogen, C₄₋₁₀-alkyl, or CF₃ and

R^{6'} is H, halogen, CH₃, CF₃ or -OCH₃.

4. (Previously Presented) A compound according to claim 1, wherein

R^{3'} is C₄₋₁₀-alkyl, Cl, F or CF₃;

$R^{4'}$ is H, Cl or F ;

$R^{5'}$ is H, Cl, F or C₄₋₁₀-alkyl; and

$R^{6'}$ is H or OCH₃.

5. (Previously Presented) A compound according to claim 4, wherein $R^{3'}$ or $R^{5'}$ is t-butyl.

6. (Previously Presented) A compound according to claim 1, wherein M is $-CH_2-$, $-N(CH_3)-$ or $-NHC(O)-$.

7. (Previously Presented) A compound according to claim 6, wherein L^1 is phenyl or pyridyl.

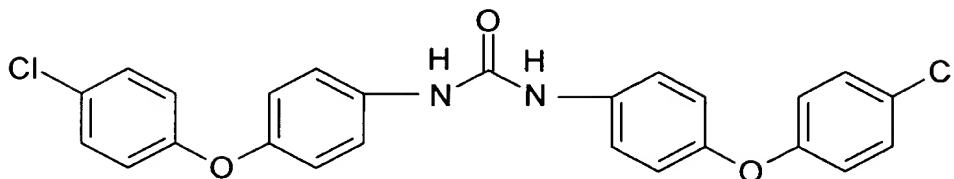
8. (Previously Presented) A compound according to claim 1, wherein M is $-O-$.

9. (Previously Presented) A compound according to claim 8, wherein L^1 is phenyl, pyridyl, pyridone or benzothiazole.

10. (Previously Presented) A compound according to claim 1, wherein M is $-S-$.

11. (Previously Presented) A compound according to claim 10, wherein L^1 is phenyl or pyridyl.

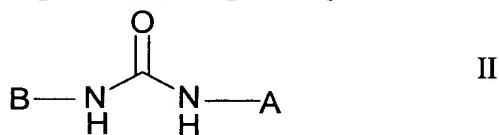
12. (Currently Amended) A compound of the formula



13. (Original) A pharmaceutical composition comprising a compound of claim 1, and a physiologically acceptable carrier.

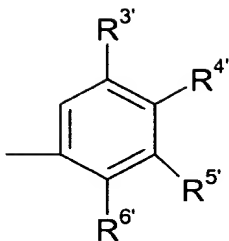
14. (Original) A pharmaceutical composition comprising a compound of claim 12, and a physiologically acceptable carrier.

15. (Previously Presented) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula II:



or a pharmaceutically acceptable salt thereof wherein

A is



B is a substituted or unsubstituted, up to bicyclic aryl or heteroaryl moiety of up to 12 carbon atoms with at least one 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is substituted it is substituted by one or more substituents selected from the group consisting of halogen, up to per-halo, and W_n , wherein n is 0-3 and each W is independently selected from the group consisting of $-CN$, $-CO_2R^7$, $-C(O)NR^7R^7$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkenoyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, optionally substituted with halogen, C_1-C_{10} alkyl, or C_1-C_{10} alkoxy; C_7-C_{24} alkaryl, optionally substituted with halogen, C_1-C_{10} alkyl, or C_1-C_{10} alkoxy; C_3-C_{13} heteroaryl, optionally substituted with halogen, C_1-C_{10} alkyl, or C_1-C_{10} alkoxy; C_4-C_{23} alkheteroaryl, optionally substituted with halogen, C_1-C_{10} alkyl, or C_1-C_{10} alkoxy; substituted C_1-C_{10} alkyl, substituted C_2-C_{10} alkenyl, substituted C_2-C_{10} alkenoyl, substituted C_1-C_{10} alkoxy, substituted C_3-C_{10} cycloalkyl, substituted C_4-C_{23} alkheteroaryl and $-M-L^1$;

wherein if W is a substituted group which does not contain aryl or hetaryl moieties, it is substituted by one or more substituents independently selected from the group consisting of $-CN$, $-CO_2R^7$, $-C(O)R^7$, $-C(O)NR^7R^7$, $-OR^7$, $-SR^7$, $-NR^7R^7$, NO_2 , $-NR^7C(O)R^7$, $-NR^7C(O)OR^7$ and halogen up to per-halo;

wherein each R^7 is independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halo substituted C_2-C_{10} alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} hetaryl,

wherein M is $-O-$, $-S-$, $-N(R^7)-$, $-(CH_2)_m-$, $-C(O)-$, $-CH(OH)-$, $-(CH_2)_mO-$, $-NR^7C(O)NR^7R^7-$, $-NR^7C(O)-$, $-C(O)NR^7-$, $-(CH_2)_mS-$, $-(CH_2)_mN(R^7)-$, $-O(CH_2)_m-$,

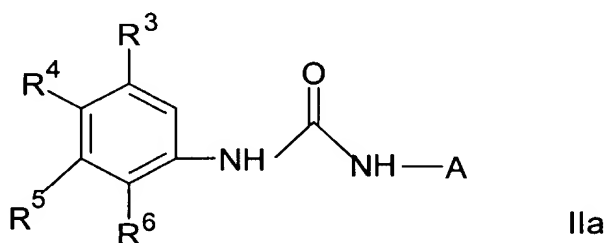
$-\text{CHX}^a$, $-\text{CX}^a_2$ -, $-\text{S}-(\text{CH}_2)_m$ - and $-\text{N}(\text{R}^7)(\text{CH}_2)_m$ -,

$m = 1-3$, and X^a is halogen; and

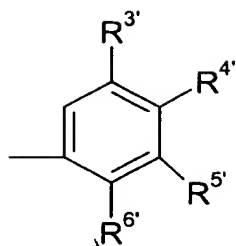
L^1 is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur, which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1} , wherein $n1$ is 0 to 3 and each Z is independently selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^7$, $-\text{C}(\text{O})\text{NR}^7\text{R}^7$, $-\text{C}(\text{O})-\text{NR}^7$, $-\text{NO}_2$, $-\text{OR}^7$, $-\text{SR}^7$, $-\text{NR}^7\text{R}^7$, $-\text{NR}^7\text{C}(\text{O})\text{OR}^7$, $-\text{C}(\text{O})\text{R}^7$, $-\text{NR}^7\text{C}(\text{O})\text{R}^7$, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} hetaryl, C_7 - C_{24} alkaryl, C_4 - C_{23} alkheteroaryl, substituted C_1 - C_{10} alkyl, substituted C_3 - C_{10} cycloalkyl, substituted C_7 - C_{24} alkaryl and substituted C_4 - C_{23} alkheteroaryl; wherein the one or more substituents of Z is selected from the group consisting of $-\text{CN}$, $-\text{CO}_2\text{R}^7$, $-\text{C}(\text{O})\text{NR}^7\text{R}^7$, $-\text{OR}^7$, $-\text{SR}^7$, $-\text{NO}_2$, $-\text{NR}^7\text{R}^7$, $-\text{NR}^7\text{C}(\text{O})\text{R}^7$ and $-\text{NR}^7\text{C}(\text{O})\text{OR}^7$,

wherein $\text{R}^{3'}$, $\text{R}^{4'}$, $\text{R}^{5'}$ and $\text{R}^{6'}$ are each independently H, halogen, C_{1-10} -alkyl, optionally substituted by halogen up to perhaloalkyl, C_1 - C_{10} alkoxy, optionally substituted by halogen up to perhaloalkoxy or two adjacent of $\text{R}^{3'}$, $\text{R}^{4'}$, $\text{R}^{5'}$ and $\text{R}^{6'}$ together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl.

16. (Previously Presented) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula IIa:



wherein A is



R^3 , R^4 , R^5 and R^6 are each independently H, halogen, NO_2 ,

C_{1-10} -alkyl, optionally substituted by halogen up to perhaloalkyl,

C_{1-10} -alkoxy, optionally substituted by halogen up to perhaloalkoxy,

C_{1-10} -alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

C_{6-12} aryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy, or

C_{5-12} hetaryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy,

and either

one of R^3 , R^4 , R^5 and R^6 is $-\text{M}-\text{L}^1$; or

two adjacent of R^3 , R^4 , R^5 and R^6 together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by C_{1-10} -alkyl, halo-substituted C_{1-10} -alkyl up to perhaloalkyl, C_{1-10} -alkoxy, halo-substituted C_{1-10} -alkoxy up to perhaloalkoxy, C_{3-10} -cycloalkyl, C_{2-10} -alkenyl, C_{1-10} -alkanoyl; C_{6-12} -aryl, C_{5-12} -hetaryl, C_{6-12} -alkaryl, halogen; $-\text{NR}^1\text{R}^1$; $-\text{NO}_2$; $-\text{CF}_3$; $-\text{COOR}^1$; $-\text{NHCOR}^1$; $-\text{CN}$; $-\text{CONR}^1\text{R}^1$; $-\text{SO}_2\text{R}^2$; $-\text{SOR}^2$; $-\text{SR}^2$;

in which

R^1 is H or C_{1-10} -alkyl, optionally substituted by halogen, up to perhalo and

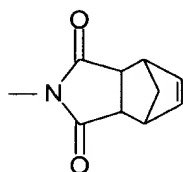
R^2 is C_{1-10} -alkyl, optionally substituted by halogen,

R^3 , R^4 , R^5 and R^6 are independently H, halogen, $\text{C}_1 - \text{C}_{10}$ alkyl, optionally substituted by halogen up to perhaloalkyl, $\text{C}_1 - \text{C}_{10}$ alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of R^3 , R^4 , R^5 and R^6 , together with the base phenyl,

form a naphthyl group optionally substituted by halogen up to perhalo, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, C₃₋₁₀ cycloalkyl, C₂₋₁₀ alkenyl, C₁₋₁₀ alkanoyl, C₆₋₁₂ aryl, C₅₋₁₂ hetaryl or C₆₋₁₂ aralkyl, halogen up to perhalo;

M is -CH₂-, -S-, -N(CH₃)-, -NHC(O)- -CH₂-S-, -S-CH₂-, -C(O)-, or -O-; and

L¹ is phenyl, pyridyl, naphthyl, pyridone, pyrazine, pyrimidine, benzodioxane, benzopyridine or benzothiazole, each optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃, NO₂ or, where Y is phenyl, by



or a pharmaceutically acceptable salt thereof.

17. (Previously Presented) A method according to claim 16, wherein

R³ is halogen or C₁₋₁₀-alkyl, optionally substituted by halogen, up to perhaloalkyl;

R⁴ is H, halogen or NO₂;

R⁵ is H, halogen or C₁₋₁₀-alkyl;

R⁶ is H, C₁₋₁₀-alkoxy, thiophene, pyrrole or methylsubstituted pyrrole

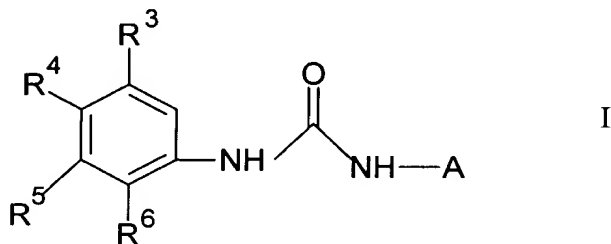
R^{3'} is H, halogen, C₄₋₁₀-alkyl, or CF₃ and

R^{6'} is H, halogen, CH₃, CF₃ or OCH₃.

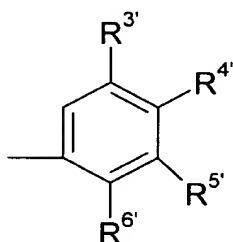
18. (Previously Presented) A method according to claim 16, wherein M is -CH₂-, -S-, -N(CH₃)- or -NHC(O)- and L¹ is phenyl or pyridyl.

19. (Previously Presented) A method according to claim 16, wherein M is -O- and L¹ is phenyl, pyridone, pyrimidine, pyridyl or benzothiazole.

20. (Currently Amended) A compound of formula I:



wherein A is



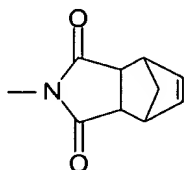
R³, R⁴, R⁵ and R⁶ are each, independently, H, halogen, NO₂, C₁₋₁₀-alkyl, optionally substituted by halogen up to perhaloalkyl, C₁₋₁₀-alkoxy, optionally substituted by halogen up to perhaloalkoxy, pyridinyl, optionally substituted by C₁₋₁₀ alkyl or C₁₋₁₀ alkoxy, and one of R³, R⁴, R⁵ and R⁶ is -M-L¹;

R^{3'}, R^{4'}, R^{5'} and R^{6'} are independently H, halogen, C₁ - C₁₀ alkyl, optionally substituted by halogen up to perhaloalkyl, C₁ - C₁₀ alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of R^{3'}, R^{4'}, R^{5'} and R^{6'}, together with the base phenyl, form a naphthyl group, optionally substituted by C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, C₃₋₁₀ cycloalkyl, C₂₋₁₀ alkenyl, C₁₋₁₀ alkanoyl, C₆₋₁₂ aryl, C₅₋₁₂ hetaryl or C₆₋₁₂ aralkyl;

R^{3'} is H, halogen, C₁ - C₁₀ alkyl, optionally substituted by halogen up to perhaloalkyl, C₁ - C₁₀ alkoxy optionally substituted by halogen up to perhaloalkoxy

M is -CH₂-, -S-, -N(CH₃)-, -NHC(O)- -CH₂-S-, -S-CH₂-, -C(O)-, or -O-; and

L¹ is phenyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, or -SCH₃, or NO₂ or,



pyridyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃, or NO₂,

naphthyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

pyridone, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

pyrazine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

pyrimidine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

benzodioxane, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

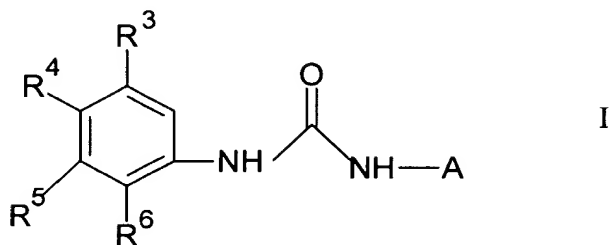
benzopyridine, optionally substituted by C₁₋₁₀-alkyl, OH, one C₁₋₁₀-alkoxy, halogen, -SCH₃ or NO₂,

or

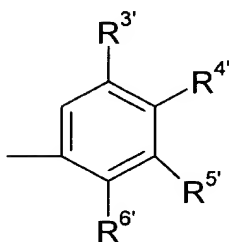
benzothiazole, optionally substituted by, C₁₋₁₀ alkyl C₁₋₁₀ alkoxy, halogen, OH, -SCH₃ or NO₂,
and wherein the compound of formula I has a pKa greater than 10,

or a pharmaceutically acceptable salt thereof.

21. (Currently Amended) A compound of formula I:



wherein A is



wherein

R^3 is H, halogen or C_{1-10} -alkyl, optionally substituted by halogen, up to perhaloalkyl;

R^4 is H, halogen or NO_2 ;

R^5 is H, halogen or C_{1-10} -alkyl;

R^6 is H, C_{1-10} -alkoxy, thiophene, pyrrole or methyl substituted pyrrole,

$R^{3'}$ is H, Cl, F, C_{4-10} -alkyl, or CF_3 and

$R^{4'}$ is H, Cl or F ;

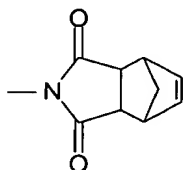
$R^{5'}$ is H, Cl, F or C_{4-10} -alkyl; and

$R^{6'}$ is H, halogen, CH_3 , CF_3 or $-OCH_3$.

and one of R^3 , R^4 , R^5 and R^6 is $-M-L^1$; wherein

M is -CH₂-, -S-, -N(CH₃)-, -NHC(O)-, -CH₂-S-, -S-CH₂-, -C(O)-, or -O-; and

L¹ is phenyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, or -SCH₃, or NO₂ or,



pyridyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃, or NO₂,

naphthyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

pyridone, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

pyrazine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

pyrimidine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

benzodioxane, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

benzopyridine, optionally substituted by C₁₋₁₀-alkyl, one C₁₋₁₀-alkoxy, halogen, -SCH₃ or NO₂,

or

benzothiazole, optionally substituted by, C₁₋₁₀ alkyl C₁₋₁₀ alkoxy, halogen, -SCH₃ or NO₂, and wherein the compound of formula I has a pKa greater than 10,

or a pharmaceutically acceptable salt thereof.

22. (Previously Presented) A compound according to claim 21, wherein $R^{3'}$ or $R^{5'}$ is t-butyl.

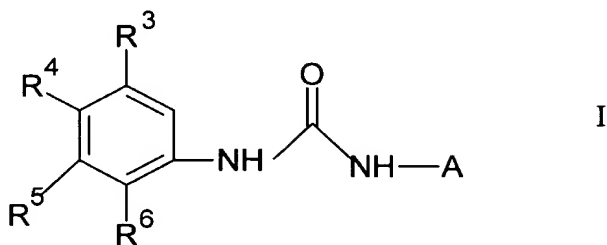
23. (Previously Presented) A compound according to claim 21, wherein M is $-CH_2-$, $-N(CH_3)-$ or $-NHC(O)-$.

24. (Previously Presented) A compound according to claim 21, wherein L^1 is phenyl or pyridyl.

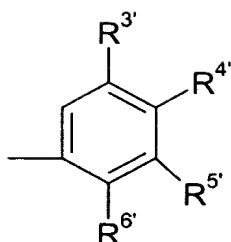
25. (Previously Presented) A compound according to claim 21, wherein M is $-S-$.

26. (Previously Presented) A compound according to claim 26, wherein L^1 is phenyl or pyridyl.

27. (New) A compound of formula I:



wherein A is



R^3 , R^4 , R^5 and R^6 are each, independently, H, halogen, NO_2 ,

C_{1-10} -alkyl, optionally substituted by halogen up to perhaloalkyl,

C_{1-10} -alkoxy, optionally substituted by halogen up to perhaloalkoxy,

C_{1-10} -alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

C_{6-12} aryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy, or

C_{5-12} hetaryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy,

and either

one of R^3 , R^4 , and R^5 is $-\text{M}-\text{L}^1$; or

two adjacent of R^3 , R^4 , R^5 and R^6 together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by C_{1-10} -alkyl, halo-substituted C_{1-10} -alkyl up to perhaloalkyl, C_{1-10} -alkoxy, halo-substituted C_{1-10} -alkoxy up to perhaloalkoxy, C_{3-10} -cycloalkyl, C_{2-10} -alkenyl, C_{1-10} -alkanoyl, C_{6-12} -aryl, C_{5-12} -hetaryl; C_{6-12} -aralkyl, C_{6-12} -alkaryl, halogen; NR^1R^1 ; $-\text{NO}_2$; $-\text{CF}_3$; $-\text{COOR}^1$; $-\text{NHCOR}^1$; $-\text{CN}$; $-\text{CONR}^1\text{R}^1$; $-\text{SO}_2\text{R}^2$; $-\text{SOR}^2$; $-\text{SR}^2$;

in which

R^1 is H or C_{1-10} -alkyl, optionally substituted by halogen up to perhaloalkyl and R^2 is C_{1-10} -alkyl, optionally substituted by halogen, up to perhaloalkyl,

$\text{R}^{3'}$, $\text{R}^{4'}$, $\text{R}^{5'}$ and $\text{R}^{6'}$ are independently H, halogen,

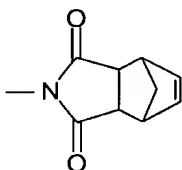
$\text{C}_1 - \text{C}_{10}$ alkyl, optionally substituted by halogen up to perhaloalkyl,

$\text{C}_1 - \text{C}_{10}$ alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of $\text{R}^{3'}$, $\text{R}^{4'}$, $\text{R}^{5'}$ and $\text{R}^{6'}$, together with the base phenyl, form a naphthyl group, optionally

substituted by halogen up to perhalo, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, C₃₋₁₀ cycloalkyl, C₂₋₁₀ alkenyl, C₁₋₁₀ alkanoyl, C₆₋₁₂ aryl, C₅₋₁₂ hetaryl or C₆₋₁₂ aralkyl;

M is -CH₂-, -S-, -N(CH₃)-, -NHC(O)- -CH₂-S-, -S-CH₂-, -C(O)-, or -O-; and

L¹ is phenyl, substituted by C₁₋₁₀-alkoxy, OH or -SCH₃, or



pyridyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃, or NO₂,

naphthyl, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

pyridone, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

pyrazine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

pyrimidine, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

benzodioxane, optionally substituted by C₁₋₁₀-alkyl, C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

benzopyridine, optionally substituted by C₁₋₁₀-alkyl, one C₁₋₁₀-alkoxy, halogen, OH, -SCH₃ or NO₂,

or

benzothiazole, optionally substituted by, C₁₋₁₀ alkyl C₁₋₁₀ alkoxy, halogen, OH, -SCH₃ or NO₂,
or a pharmaceutically acceptable salt thereof.